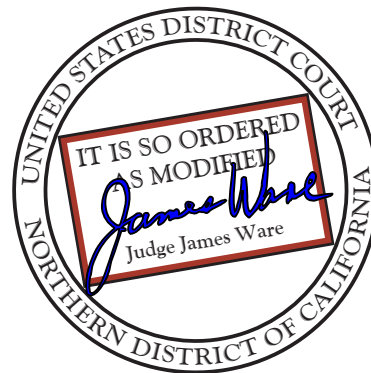


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UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA - SAN JOSE DIVISION

CAROL J. MACDONALD,

Plaintiff,

vs.

ZURICH LIFE INSURANCE
COMPANY OF AMERICA, a
corporation, ZURICH DIRECT, INC., a
corporation,

Defendants.

Case No. C03 03538 JW (RS)

**STIPULATION AND
~~PROPOSED~~ ORDER
CONDITIONALLY
DISMISSING ACTION**

Order to Show Cause will remain on calendar

RECITALS

WHEREAS Plaintiff CAROL MACDONALD (“Plaintiff”) and Defendants
ZURICH LIFE INSURANCE OF AMERICA and ZURICH DIRECT, INC.
(collectively “Zurich”) have agreed to a settlement of this action;

WHEREAS the parties need several weeks to conclude the execution of the
settlement;

WHEREAS the parties have agreed that the Court should be respectfully
requested to dismiss this action with prejudice with the dismissal becoming final
unless the Court is advised by one of the parties in writing within thirty days of the
date of this order that the settlement has not been concluded.

STIPULATION

WHEREFORE, IT IS HEREBY STIPULATED by and among the parties hereto, through their respective counsel of record, that the Court be respectfully requested to dismiss this action with prejudice with the dismissal becoming final unless the Court is advised by one of the parties in writing within thirty days of the date of this order that the settlement has not been concluded. In the unlikely event that the settlement is not timely concluded and the Court is so advised, the action shall remain on the Court's docket for further proceedings as necessary.

DATED: December 5, 2005 BANNING MICKLOW BULL & LOPEZ LLP

By _____ /s/ Kurt Micklow _____

Kurt Micklow

Attorneys for Plaintiff
CAROL J. MACDONALD

DATED: December 5, 2005 MANATT, PHELPS & PHILLIPS, LLP

By _____ /s/ Henry C. Wang _____

Henry C. Wang

Attorneys for Defendants ZURICH LIFE
INSURANCE COMPANY OF AMERICA and
ZURICH DIRECT, INC., dba ZURICH DIRECT
INSURANCE AGENCY, INC.

Filer's Attestation: Pursuant to General Order No. 45, Section X(B) regarding signatures, Kurt Micklow hereby attests that concurrence in the filing of this document has been obtained.

ORDER

IT IS SO ORDERED.

Dated: 12/12/05 _____


Hon. James Ware
UNITED STATES DISTRICT JUDGE